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Proposed Attorneys for Official Committee of Unsecured Creditors

**UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF OREGON**

In re

NORPAC Foods, Inc. [TIN 9330],  
Hermiston Foods, LLC [TIN 3927], and  
Quincy Foods, LLC [TIN 7444],

Joint Debtors.

Lead Case No. 19-62584-pcm11  
(Jointly Administered with Case Nos.  
19-33102-pcm11 and 19-33103-pcm11)

**APPLICATION TO EMPLOY  
LOWENSTEIN SANDLER LLP AS LEAD  
COUNSEL FOR THE UNSECURED  
CREDITORS COMMITTEE, AND  
NOTICE THEREON**

## NOTICE OF APPLICATION

If you oppose the proposed course of action or relief sought in this application, you must file a written objection with the bankruptcy court no later than October 18, 2019.

If you do not file an objection, the court may grant the motion without further notice or hearing. Your objection must set forth the specific grounds for objection and your relation to the case. The objection must be received by the clerk of court at 1050 SW 6th Ave #700, Portland, OR 97204, by the deadline specified above or it may not be considered. You must also serve the objection on movant's counsel, Leonard Law Group, LLC, Attn: Timothy A. Solomon, 1 SW Columbia Ste. #1010, Portland, OR 97204, within that same time. If the court sets a hearing, you will receive a separate notice listing the hearing date, time, and other relevant information.

The Official Committee of Unsecured Creditors (the “**Committee**”), by and through its Chair, Syngenta Seeds, LLC (represented by David Conaway, Esq. of Shumaker, Loop & Kendrick, LLP) (“**Chair**”), hereby moves this Court for authority to employ the law firm of Lowenstein Sandler (“**Lowenstein Sandler**”) as lead counsel for the Committee, effective as of August 30, 2019. In support of this Application, the Committee represents as follows:

1. On August 22, 2019, NORPAC Foods, Inc. (the “**Lead Debtor**”), along with Quincy Foods, LLC and Hermiston Foods, LLC (together with the Lead Debtor, the “**Debtors**”) each filed voluntary petitions under chapter 11 of title 11 of the United States Code (the “**Chapter 11 Cases**”).

2. On August 26, 2019, the Court entered an Order (Dkt. 33) directing the joint administration of the Debtors' cases, as captioned above.

3. On August 30, 2019, the Office of the United States Trustee appointed to the Committee, which consists of creditors holding the largest unsecured claims and willing to serve in a fiduciary capacity. *See* Dkt. 76. Syngenta Seeds, LLC was appointed Chair of the Committee.

4. On September 4, 2019, the Office of the United States Trustee filed the First Amended Appointment of Committee of Unsecured Creditors (Dkt 91) appointing two additional committee members.

5. On September 9, 2019, VLM Foods USA Ltd. resigned as a member of the Committee.

6. On September 18, 2019, the Office of the United States Trustee filed the Second Amended Appointment of Committee of Unsecured Creditors (Dkt 169) removing VLM Foods USA Ltd. and appointing two additional members.

7. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).

8. The Committee desires to employ Lowenstein Sandler as lead counsel, effective as of August 30, 2019. The professional services that Lowenstein Sandler will provide to the Committee include, but are not limited to:

- a) advising the Committee with respect to its rights, duties, and powers in these Chapter 11 Cases;
- b) assisting and advising the Committee in its consultations with the Debtors relative to the administration of these Chapter 11 Cases;
- c) assisting the Committee in analyzing the claims of the Debtors' creditors and the Debtors' capital structure and in negotiating with holders of claims and equity interests;
- d) assisting the Committee in its investigation of the acts, conduct, assets, liabilities, and financial condition of the Debtors and of the operation of the Debtors' business;
- e) assisting the Committee in analyzing (i) the Debtors' pre-petition financing, (ii) proposed use of cash collateral, and (iii) the Debtors' proposed debtor-in-possession financing ("**DIP Financing**"), the terms and conditions of the proposed DIP Financing and the adequacy of the proposed DIP Financing budget;
- f) assisting the Committee in its investigation of the liens and claims of the holders of the Debtors' pre-petition debt and the prosecution of any claims or causes of action revealed by such investigation;
- g) assisting the Committee in its analysis of, and negotiations with, the Debtors or any third party concerning matters related to, among other things, the assumption or rejection of certain leases of nonresidential real property and executory contracts,

asset dispositions, sale of assets, financing of other transactions and the terms of one or more plans of reorganization for the Debtors and accompanying disclosure statements and related plan documents;

- h) assisting and advising the Committee as to its communications to unsecured creditors regarding significant matters in these Chapter 11 Cases;
- i) representing the Committee at hearings and other proceedings;
- j) reviewing and analyzing applications, orders, statements of operations, and schedules filed with the Court and advising the Committee as to their propriety;
- k) assisting the Committee in preparing pleadings and applications as may be necessary in furtherance of the Committee's interests and objectives in these Chapter 11 Cases, including without limitation, the preparation of retention papers and fee applications for the Committee's professionals, including Lowenstein Sandler;
- l) assisting the Committee and providing advice concerning the proposed sale of substantially all of the Debtors' assets, including issues concerning any potential competing bidders and the auction process;
- m) assisting the Committee with respect to issues that may arise concerning pension liabilities, PBGC related matters and matters that may arise concerning the Debtors' unionized employees;
- n) preparing, on behalf of the Committee, any pleadings, including without limitation, motions, memoranda, complaints, adversary complaints, objections, or comments in connection with any of the foregoing; and
- o) performing such other legal services as may be required or are otherwise deemed to be in the interests of the Committee in accordance with the Committee's powers and duties as set forth in the Bankruptcy Code, Bankruptcy Rules, or other applicable law.

9. Notwithstanding the foregoing, Lowenstein Sandler will work closely with the Committee's local counsel, and any other professionals retained by the Committee, to ensure that there is no unnecessary duplication of services performed or charged to the Debtors' estates.

10. The Committee selected Lowenstein Sandler because of its attorneys' experience and knowledge in bankruptcy matters. The Committee believes that Lowenstein Sandler is well qualified to represent the Committee in these Chapter 11 Cases. The firm has one

of the most active committee practices in the United States with substantial industry experience in retail, food and beverage, grocery, manufacturing and distribution, shipping, energy, construction, healthcare, media and entertainment, paper, financial services, real estate, transportation, technology, airlines, automotive, and professional services, among others.

11. Particularly relevant to these Chapter 11 Cases, Lowenstein Sandler has served as lead counsel to the creditors' committees in the food industry Chapter 11 cases of *In re Townsends, Inc.*, Case No. 10-14092 (Bankr. D. Del.); *In re Allen Family Foods, Inc.*, Case No. 11-11764 (Bankr. D. Del.); *In re Cagle's, Inc.*, Case No. 11-80202 (Bankr. N.D. Ga.); *In re Zacky Farms, LLC*, Case No. 12-37961 (Bankr. E.D. Cal.); and *In re AgFeed USA, LLC*, Case No. 13-11761 (Bankr. D. Del.). In addition, Lowenstein Sandler represented the chair of the creditors' committee in the food industry case of *In re Pilgrim's Pride Corp.*, Case No. 08-45664 (Bankr. N.D. Tex.).

12. Lowenstein Sandler has also developed an expertise representing committees in cases where there are significant labor, union and pension issues. Lowenstein has represented numerous committees where the Pension Benefit Guarantee Corp. and/or unions have served as committee members and has also represented unions in their individual capacities in numerous chapter 11 cases. Because of the firm's extensive committee practice, experience in the food industry, and familiarity with union, labor and pension issues, the lawyers of Lowenstein Sandler's bankruptcy group have become well-versed in many food industry-specific, union, labor and pension issues that may arise in the context of these Chapter 11 Cases.

13. Lowenstein Sandler's invoices will be billed to the Debtors' estates for payment as an administrative expense under §§ 503(b) and 507(a)(1) of the Bankruptcy Code.

14. Subject to the Court's approval, and pursuant to sections 328, 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, and the rules and other procedures which this Court may fix, the Committee requests that Lowenstein Sandler be compensated on an hourly basis, plus reimbursement of the actual and necessary expenses that Lowenstein Sandler incurs, in

accordance with Lowenstein Sandler's ordinary and customary rates in effect on the date such services are rendered and such expenses are incurred.

15. Lowenstein Sandler's hourly rates are as follows:

Partners of the Firm	\$600 - \$1,350
Senior Counsel and Counsel (generally 7 or more years' experience)	\$470 - \$790
Associates (generally less than 6 years' experience)	\$370 - \$640
Paralegals, Practice Support and Assistants	\$200 - \$350

16. The hourly charges set forth above are based upon the experience and expertise of the attorney or legal assistant involved. The hourly rates are subject to periodic adjustments, which occur annually on or about January 1, to reflect economic and other conditions. Lowenstein Sandler will advise the Committee, the Debtors and the United States Trustee of any increases in its hourly rates.

17. Lowenstein Sandler has agreed in these Chapter 11 Cases to charge its regular hourly rates less a ten percent (10%) discount.

18. Lowenstein Sander has represented to the Committee that Messrs. Prol, Nathan and Cargill are the attorneys of Lowenstein Sandler currently expected to be principally responsible for these Chapter 11 Cases, and their customary hourly rates are: Jeffrey D. Prol (\$895); Bruce S. Nathan (\$1,010); and Scott Cargill (\$790).

19. No other arrangement or agreement exists between the Committee and Lowenstein Sandler with respect to the payment of Lowenstein Sandler's fees or expenses in these Chapter 11 Case.

20. Lowenstein Sandler has represented to the Committee that: (i) it will not receive a retainer; and (ii) it categorizes its billing into subject matter categories in compliance with

applicable guidelines. Lowenstein Sandler understands that its compensation in these Chapter 11 Cases is subject to the applicable provisions of the Bankruptcy Code.<sup>1</sup>

21. To the best of the Committee's knowledge, while Lowenstein Sandler does represent certain creditors of the Debtors on wholly unrelated matters, it does not represent any entity having an adverse interest in connection with these Chapter 11 Cases, is a "disinterested person" as that term is defined in section 101(14) of the Bankruptcy Code, and does not represent or hold any interest adverse to the interests of the Debtors' estates with respect to the matters for which it is to be employed.

22. By separate application, the Committee is also seeking approval to employ Leonard Law Group LLC ("**Leonard Law**") to serve as its Oregon counsel in these Chapter 11 Cases and Alvarez & Marsal ("**A&M**") to serve as its financial advisor.

23. Lowenstein Sandler does not hold or represent any interests adverse to the interests of the estate or of the Debtors, except as may be set forth in the attached Rule 2014 Verified Statement.

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<sup>1</sup> Lowenstein Sandler may hire temporary and/or contract attorneys who may perform services in connection with these Chapter 11 Cases. Lowenstein Sandler submits that payments made to temporary/contract attorneys do not constitute a division or sharing of compensation that is prohibited by statute and makes this voluntary disclosure in an abundance of caution. Lowenstein Sandler will not charge a markup to the Committee with respect to fees billed by such attorneys and they will be recorded as an expense on Lowenstein Sandler's invoices.

WHEREFORE, the Committee hereby requests that the Court enter the proposed order, in the form attached hereto as **Exhibit A**, authorizing the employment of Lowenstein Sandler as lead counsel for the Committee, effective as of August 30, 2019.

DATED: September 27, 2019

OFFICIAL COMMITTEE OF UNSECURED CREDITORS

Syngenta Seeds, LLC, solely in its capacity as Committee Chairperson and not in its individual capacity

By: /s/ David Conaway  
David Conaway, counsel to Syngenta Seeds, LLC

ACCEPTED BY:  
LOWENSTEIN SANDLER

By: /s/ Jeffrey D. Prol  
Jeffrey D. Prol (admitted *pro hac vice*)  
Phone: 973.597.2500  
Email: jprol@lowenstein.com

FILED BY:  
LEONARD LAW GROUP LLC

By: /s/ Timothy A. Solomon  
Timothy A. Solomon, OSB 072573  
Direct: 971.634.0194  
Email: [tsolomon@LLG-LLC.com](mailto:tsolomon@LLG-LLC.com)  
Proposed Counsel for Unsecured Creditors Committee



UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF OREGON

In re

NORPAC Foods, Inc. [TIN 9330],  
Hermiston Foods, LLC [TIN 3927], and  
Quincy Foods, LLC [TIN 7444],

Joint Debtors.

Lead Case No. 19-62584-pcm11  
(Jointly Administered with Case Nos.  
19-33102-pcm11 and 19-33103-pcm11)

**ORDER AUTHORIZING EMPLOYMENT  
OF LOWENSTEIN SANDLER AS  
COUNSEL FOR THE UNSECURED  
CREDITORS COMMITTEE**

This matter came before the Court pursuant to the Application by the Official Committee of Unsecured Creditors (the “**Committee**”) to employ Lowenstein Sandler (“**Lowenstein**”) as Counsel filed on September 27, 2019 (Docket No. \_\_) (the “**Application**”). Based on the Application and the documents submitted in support thereof, including Lowenstein’s Verified Rule 2014 Statement, and after due deliberation the Court having determined that the relief requested in the Application is in the best interests of the Joint Debtors’ Estates and their creditors; NOW, THEREFORE, it is ORDERED:

1. The Application is approved. Pursuant to 11 U.S.C. §§ 1103(a) and 328, the Committee is authorized to employ the law firm of Lowenstein Sandler as counsel effective as of

August 30, 2019, to perform the services set forth in the Application, on the terms set forth in the Application; and

2. The compensation of Lowenstein shall be subject to Court approval in accordance with Sections 330 and 331 of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, and the Local Rules of this Court, including procedures established under Local Bankruptcy Rule 2016-1.

# # #

CERTIFICATION OF COMPLIANCE WITH LBR 9021-1(a)(2)(A)

I certify that I have complied with the requirements of LBR 9021-1(a)(2)(A).

PRESENTED BY:

LEONARD LAW GROUP LLC

[DRAFT/UNSIGNED]

Justin D. Leonard, OSB 033736

Timothy A. Solomon, OSB 072573

Holly C. Hayman, OSB 114146

Proposed Local Counsel for Official Committee of Unsecured Creditors

c: ECF Participants

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF OREGON

In re )  
 ) Case No. \_\_\_\_\_  
 )  
 )  
Debtor(s) ) RULE 2014 VERIFIED STATEMENT  
 ) FOR PROPOSED PROFESSIONAL

**Note:** To file an amended version of this statement per ¶19, file a fully completed amended Rule 2014 statement on LBF #1114 and clearly identify any changes from the previous filed version.

1. The applicant is not a creditor of the debtor except:
2. The applicant is not an equity security holder of the debtor.
3. The applicant is not a relative of the individual debtor.
4. The applicant is not a relative of a general partner of the debtor (whether the debtor is an individual, corporation, or partnership).
5. The applicant is not a partnership in which the debtor (as an individual, corporation, or partnership) is a general partner.
6. The applicant is not a general partner of the debtor (whether debtor is an individual, corporation, or partnership).
7. The applicant is not a corporation of which the debtor is a director, officer, or person in control.
8. The applicant is not and was not, within two years before the date of the filing of the petition, a director, officer, or employee of the debtor.
9. The applicant is not a person in control of the debtor.
10. The applicant is not a relative of a director, officer or person in control of the debtor.
11. The applicant is not the managing agent of the debtor.
12. The applicant is not and was not an investment banker for any outstanding security of the debtor; has not been, within three years before the date of the filing of the petition, an investment banker for a security of the debtor, or an attorney for such an investment banker in connection with the offer, sale, or issuance of a security of the debtor; and is not and was not, within two years before the date of the filing of the petition, a director, officer, or employee of such an investment banker.
13. The applicant has read 11 U.S.C. §101(14) and §327, and FRBP 2014(a); and the applicant's firm has no connections with the debtor(s), creditors, any party in interest, their respective attorneys and accountants, the United States Trustee, or any person employed in the office of the United States Trustee, or any District of Oregon Bankruptcy Judge, except as follows:

14. The applicant has no interest materially adverse to the interest of the estate or of any class of creditors or equity security holders.
15. Describe details of all payments made to you by either the debtor or a third party for any services rendered on the debtor's behalf within a year prior to filing of this case:
16. The debtor has the following affiliates (as defined by 11 U.S.C. §101(2)). Please list and explain the relationship between the debtor and the affiliate:
17. The applicant is not an affiliate of the debtor.
18. Assuming any affiliate of the debtor is the debtor for purposes of statements 4-13, the statements continue to be true except (list all circumstances under which proposed counsel or counsel's law firm has represented any affiliate during the past 18 months; any position other than legal counsel which proposed counsel holds in either the affiliate, including corporate officer, director, or employee; and any amount owed by the affiliate to proposed counsel or its law firm at the time of filing, and amounts paid within 18 months before filing):
19. The applicant hereby acknowledges that he/she has a duty during the progress of the case to keep the court informed of any change in the statement of facts which appear in this verified statement. In the event that any such changes occur, the applicant immediately shall file with the court an amended verified statement on LBF #1114, with the caption reflecting that it is an amended Rule 2014 statement and any changes clearly identified.

THE FOLLOWING QUESTIONS NEED BE ANSWERED ONLY IF AFFILIATES HAVE BEEN LISTED IN STATEMENT 16.

20. List the name of any affiliate which has ever filed bankruptcy, the filing date, and court where filed:

21. List the names of any affiliates which have guaranteed debt of the debtor or whose debt the debtor has guaranteed. Also include the amount of the guarantee, the date of the guarantee, and whether any security interest was given to secure the guarantee. Only name those guarantees now outstanding or outstanding within the last 18 months:
22. List the names of any affiliates which have a debtor-creditor relationship with the debtor. Also include the amount and date of the loan, the amount of any repayments on the loan and the security, if any. Only name those loans now outstanding or paid off within the last 18 months:
23. List any security interest in any property granted by the debtor to secure any debts of any affiliate not covered in statements 20 and 21. List any security interest in any property granted by the affiliate to secure any debts of the debtor not covered in statements 21 and 22. Also include the collateral, the date and nature of the security interest, the name of the creditor to whom it was granted, and the current balance of the underlying debt:
24. List the name of any affiliate who is potentially a "responsible party" for unpaid taxes of the debtor under 26 U.S.C. §6672:

I verify that the above statements are true to the extent of my present knowledge and belief.

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Applicant

**UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF OREGON**

In re  
NORPAC Foods, Inc. [TIN 9330],  
Hermiston Foods, LLC [TIN 3927], and  
Quincy Foods, LLC [TIN 7444],  
Joint Debtors.

Lead Case No. 19-62584-pcm11  
(Jointly Administered with Case Nos.  
19-33102-pcm11 and 19-33103-pcm11)

**SUPPLEMENTAL DISCLOSURES FOR  
RULE 2014 VERIFIED STATEMENT FOR  
PROPOSED PROFESSIONAL  
(LOWENSTEIN SANDLER LLP)**

**QUESTION #13 CONTINUATION STATEMENT RE: "CONNECTIONS:"**

1. Creditors of the Debtors. Lowenstein Sandler, LLP represents, may represent, or has in the past represented the following entities, and/or affiliates of the following entities, which are believed to be creditors of the Debtors, in matters wholly unrelated to the Debtors' chapter 11 cases:

Aramark Corporation  
Del Mar Food Products Corp.  
Frontier  
International Paper Company  
Republic Services

2. Committee Members in Other Cases. Lowenstein Sandler, LLP represents or has represented Official Committees in other chapter 11 cases unrelated to the Debtors chapter 11 cases in which the following entities have served as Committee members:

International Paper Company  
Pension Benefit Guaranty Corp.  
Packaging Corporation of America

3. Professionals. Lowenstein Sandler, LLP has a national bankruptcy practice and appears in chapter 11 cases around the country on behalf of various constituencies. Lowenstein Sandler, LLP may be retained in other matters where its clients are adverse to or aligned with constituencies represented by other professionals in these chapter 11 cases. Specifically:

Avarez & Marsal, financial advisor to the Committee in these chapter 11 cases, is currently and has previously been engaged to render services in many cases where Lowenstein Sandler, LLC has represented the creditors' committee.

Faegre Baker Daniels LLP, counsel to CoBank, ACB, in these chapter 11 cases, served as Special Corporate Counsel for the Debtors, in the chapter 11 case *In re*

*Gander Mountain Company*, Case No. 17-30673 pending in the U.S. Bankruptcy Court for the District of Minnesota. Lowenstein Sander LLP previously served as counsel to the Creditors' Committee in the case and currently serves as counsel to post-confirmation liquidation trust that was established in the case.

4. These disclosures are submitted as of September 27, 2019 and will be supplemented as needed, including following review of the Debtors' respective Schedules and Statements of Financial Affairs, which were filed on September 17, 2019.

**CERTIFICATE OF SERVICE**

I certify that on the date below, I caused notice of the filing of this  
**APPLICATION TO EMPLOY LOWENSTEIN SANDLER LLP AS LEAD COUNSEL  
FOR THE UNSECURED CREDITORS COMMITTEE** to be served on interested parties  
requesting notice through the Court's CM/ECF system, as well as by first class U.S. mail on the  
following parties:

*NONE*

DATED: September 27, 2019

By: /s/ Timothy A. Solomon  
Timothy A. Solomon, OSB 072573